
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Privia Health Group, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

74276R102

(CUSIP Number)

May 8, 2023

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74276R102

SCHEDULE 13G

1	NAME OF REPORTING PERSONS Pamplona Capital Partners III, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%	
12	TYPE OF REPORTING PERSON PN	

CUSIP No. 74276R102

SCHEDULE 13G

1	NAME OF REPORTING PERSONS Pamplona Equity Advisors III Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
12	TYPE OF REPORTING PERSON CO	

CUSIP No. 74276R102

SCHEDULE 13G

1	NAME OF REPORTING PERSONS Pamplona Private Equity Carryco III, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
12	TYPE OF REPORTING PERSON PN	

CUSIP No. 74276R102

SCHEDULE 13G

1	NAME OF REPORTING PERSONS Pamplona Equity Carryco Advisors III, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
12	TYPE OF REPORTING PERSON CO	

CUSIP No. 74276R102

SCHEDULE 13G

1	NAME OF REPORTING PERSONS Pamplona PE Investments II, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
12	TYPE OF REPORTING PERSON CO	

CUSIP No. 74276R102

SCHEDULE 13G

1	NAME OF REPORTING PERSONS Pamplona PE Investments Malta Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Malta	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
12	TYPE OF REPORTING PERSON CO	

CUSIP No. 74276R102

SCHEDULE 13G

1	NAME OF REPORTING PERSONS Pamplona Capital Management LLP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
12	TYPE OF REPORTING PERSON PN	

CUSIP No. 74276R102

SCHEDULE 13G

1	NAME OF REPORTING PERSONS Pamplona Capital Management LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
12	TYPE OF REPORTING PERSON OO	

CUSIP No. 74276R102

SCHEDULE 13G

1	NAME OF REPORTING PERSONS John C. Halsted	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
12	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSONS Alexander M. Knaster	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United Kingdom	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
12	TYPE OF REPORTING PERSON IN	

Item 1. (a) Name of Issuer

Privia Health Group, Inc. (the "Issuer")

Item 1. (b) Address of Issuer's Principal Executive Offices

950 N. Glebe Rd., Suite 700, Arlington, Virginia 22203

Item 2. (a, b, c) Names of Person Filing, Address of Principal Business Office, Citizenship:

This report on Schedule 13G is being filed by (i) Pamplona Capital Partners III, L.P., a Cayman Islands exempted limited partnership ("PCP III"), (ii) Pamplona Equity Advisors III Ltd., a Cayman Islands exempted company ("PEA III"), (iii) Pamplona Private Equity Carryco III, L.P., a Cayman Islands exempted limited partnership ("PPEC III"), (iv) Pamplona Equity Carryco Advisors III, Ltd, a Cayman Islands exempted company ("PECA III"), (v) Pamplona PE Investments II, Ltd., a Cayman Islands exempted company ("PPEI"), (vi) Pamplona PE Investments Malta Limited, a Malta limited company ("PE Malta"), (vii) Pamplona Capital Management LLP, a United Kingdom limited liability partnership ("PCM LLP"), (viii) Pamplona Capital Management LLC, a Delaware limited liability company ("PCM LLC, and together with PCM LLP, the "Pamplona Manager Entities"), (ix) John C. Halsted, a citizen of the United States, and (x) Alexander M. Knaster, a citizen of the United Kingdom (collectively, the "Reporting Persons").

The address for the Reporting Persons is: c/o Pamplona Capital Management LLC, 667 Madison Avenue, 22nd Floor, New York, NY 10065.

Item 2. (d) Title of Class of Securities

Common Stock, \$0.01 par value per share (the "Common Stock")

Item 2. (e) CUSIP No.:

74276R102

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person filing is a:

N/A

Item 4. Ownership

As reported in the cover pages to this report, the ownership information with respect to the Reporting Persons is as follows:

- (a) Amount Beneficially Owned: 0
- (b) Percent of Class: 0.0%
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 0

Pursuant to an underwriting agreement, dated May 4, 2023 (the "Underwriting Agreement"), and in connection with a registered secondary offering and sale of Common Stock by the selling stockholders listed on Schedule I to the Underwriting Agreement, PCP III sold 13,483,709 shares of Common Stock and PPEC III sold 4,258,014 shares of Common Stock at a purchase price of \$21.615 per share.

As of May 8, 2023, PCP III and PPEC III held 0 shares of Common Stock. PCP III is controlled by PEA III, its general partner. PPEI owns 100% of the shares of PEA III. Mr. Alexander Knaster owns 100% of the shares of PPEI. PE Malta serves as an investment manager to PCP III. The Pamplona Manager Entities serve as investment advisors to PE Malta. Mr. Halsted and Mr. Knaster are the principals of the Pamplona Manager Entities. PPEC III is controlled by PECA III, its general partner. PPEI owns 100% of the shares of PECA III. As a result of the foregoing, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, each of PEA III, PPEC III, PECA III, PPEI, PE Malta, the Pamplona Manager Entities, Mr. Halsted and Mr. Knaster may be deemed to beneficially own shares of Common Stock held by PCP III and PPEC III.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not applicable.

Exhibit Index

[1. Joint Filing Agreement dated as of February 14, 2023, by and between Pamplona Capital Partners III, L.P., Pamplona Equity Advisors III Ltd., Pamplona Private Equity Carryco III, L.P., Pamplona Equity Carryco Advisors III, Ltd., Pamplona PE Investments II, Ltd., Pamplona PE Investments Malta Limited, Pamplona Capital Management LLP and Pamplona Capital Management LLC \(incorporated by reference to Exhibit 1 to the Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2023\).](#)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2023

Pamplona Capital Partners III, L.P.

By: Pamplona Equity Advisors III Ltd., its general partner

By: /s/ Ronan Guilfoyle

Ronan Guilfoyle, Director

Pamplona Equity Advisors III Ltd.

By: /s/ Ronan Guilfoyle

Ronan Guilfoyle, Director

Pamplona Private Equity Carryco III, L.P.

By: Pamplona Equity Carryco Advisors III, Ltd., its general partner

By: /s/ Ronan Guilfoyle

Ronan Guilfoyle, Director

Pamplona Equity Carryco Advisors III, Ltd.

By: /s/ Ronan Guilfoyle

Ronan Guilfoyle, Director

Pamplona PE Investments II, Ltd.

By: /s/ Ronan Guilfoyle

Ronan Guilfoyle, Director

Pamplona PE Investments Malta Limited

By: /s/ Stephen Gauci

Stephen Gauci, Director

Pamplona Capital Management LLP

By: /s/ Kevin O'Flaherty

Kevin O'Flaherty, Designated Member

Pamplona Capital Management LLC

By: /s/ Stephen Gauci

Stephen Gauci, Managing Member

/s/ John C. Halsted

John C. Halsted

/s/ Alexander M. Knaster

Alexander M. Knaster